

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (rdd)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**AFFIDAVIT OF SERVICE**

I, Evan Gershbein, being duly sworn according to law, deposes and says that I am employed by Kurtzman Carson Consultants, LLC, proposed claims and noticing agent for the Debtors in the above-captioned cases.

On December 2, 2005, I caused to be served, via overnight mail the documents listed in Section 1 on the parties attached hereto as Exhibit A, via electronic notification on the parties attached hereto as Exhibit B, and via US Mail on the parties attached hereto as Exhibit C:

**Section 1**

- I. Order Under 11 U.S.C. Section 327(a) and 328 and Fed. R. Bankr. P. 2014(a) Authorizing Employment and Retention of Jones Lang LaSalle Americas, Inc. as Real Estate Administrative and Transaction Services Provider to Debtors (**Docket No. 1385**) [**Attached hereto as Exhibit D**]
- II. Order Under 11 U.S.C. Sections 105(a), 363, and 365 Authorizing the Debtors to Preserve Option to Enter into New Power Contract with Preferential Rates with Consumers Energy Company and Ancillary Assumption of Related Power Contracts (**Docket No. 1428**) [**Attached hereto as Exhibit E**]

On December 2, 2005, I caused to be served, via overnight mail the document listed in Section 2 on the parties attached hereto as Exhibit F:

**Section 2**

- III. Order Under 11 U.S.C. Sections 105(a), 363, and 365 Authorizing the Debtors to Preserve Option to Enter into New Power Contract with Preferential Rates with Consumers Energy Company and Ancillary Assumption of Related Power Contracts (**Docket No. 1428**) [**Attached hereto as Exhibit E**]

Dated: December 5, 2005

/s/ Evan Gershbein

Evan Gershbein

Sworn to and subscribed before  
me on December 5, 2005

/s/ Amy Lee Huh

Notary Public

My Commission Expires: 3/15/09

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# **EXHIBIT D**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

ORDER UNDER 11 U.S.C. § 327(a) AND 328 AND FED. R. BANKR.  
P. 2014(a) AUTHORIZING EMPLOYMENT AND RETENTION OF JONES  
LANG LASALLE AMERICAS, INC. AS REAL ESTATE ADMINISTRATIVE  
AND TRANSACTION SERVICES PROVIDER TO DEBTORS

("JLL RETENTION ORDER")

Upon the application, dated November 9, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014(a) authorizing the employment and retention of Jones Lang Lasalle Americas, Inc. ("JLL") as real estate administrative and transaction services provider to the Debtors; and upon the Declaration of James Becker, dated November 9, 2005, in support of the Application (the "Becker Declaration"); and this Court being satisfied with the representations made in the Application and the Becker Declaration that JLL does not have any connection with the Debtors, that JLL does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which JLL is to be employed, and that JLL is a "disinterested person;" and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein, including the record of the November 29, 2005 hearing on the Application; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. Pursuant to sections 327(a) and 328 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code") and Rule 2014 (a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") the Debtors are authorized to employ JLL as their real estate administrative and transaction services provider, to perform the services set forth in the Application. The retention of JLL shall be effective as of November 3, 2005.

3. JLL shall be compensated in accordance with the standards and procedures set forth in section 328 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court. Notwithstanding any implication to the contrary in the foregoing sentence, JLL's compensation shall be subject to the approval of this Court under the standards of section 330 of the Bankruptcy Code.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December 1, 2005

/s/ ROBERT D. DRAIN

UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

ORDER UNDER 11 U.S.C. §§ 105(a), 363, AND 365 AUTHORIZING  
THE DEBTORS TO PRESERVE OPTION TO ENTER INTO NEW  
POWER CONTRACT WITH PREFERENTIAL RATES WITH  
CONSUMERS ENERGY COMPANY AND ANCILLARY  
ASSUMPTION OF RELATED POWER CONTRACTS

("ORDER TO PRESERVE PREFERENTIAL RATES WITH CEC")

Upon the motion, dated November 9, 2005 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 105(a), 363, And 365 Authorizing The Debtors To Preserve Option To Enter Into New Power Contract With Preferential Rates With Consumers Energy Company And Ancillary Assumption Of Related Power Contracts; and upon the affidavit of Donald S. Poole, sworn to November 9, 2005 in support of the Motion; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The Debtors have exercised reasonable business judgment in deciding to assume that certain Special Manufacturing Contract, dated October 13, 1995, as amended by that Partial Assignment Agreement, dated December 22, 1998 (together, the "Power Contracts") subject to the terms and conditions set forth in this Order.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The Power Contracts are assumed, subject to the terms of this Order, as of the date hereof.
3. The Debtors are authorized, but not directed, to pay the cure amount in the amount of approximately \$3.6 million (the "Cure Amount"), upon satisfaction of the following conditions, at which time all prepetition defaults shall be deemed cured:
  - (a) Delphi Automotive Systems LLC ("DAS LLC") being allowed to fully participate in negotiations on the new Transitional Primary Rate and Interruptible Rate I, as published by the Michigan Power Services Commission ("MPSC"), with General Motors and CEC in connection with the procurement of electric power services for the period beginning January 1, 2006;
  - (b) DAS LLC entering into a new contract (the "New Power Contract") for electric and power services with CEC at rates acceptable to DAS LLC, the acceptability of which shall be determined in DAS LLC's sole discretion; and
  - (c) Notice of DAS LLC's decision to enter into the New Power Contract and to pay the Cure Amount to be given to all interested parties.
4. Until such time as (a) the Cure Amount is paid or (b) until the assumption is deemed null and void, CEC is deemed adequately assured of payment of the Cure Amount.



5. In the event DAS LLC determines, in its sole discretion, not to enter into a New Power Contract, or a New Power Contract is not entered into by January 31, 2006 the Cure Amount shall not be paid and the assumption of the Power Contracts will be deemed null and void.

6. All issues with respect to violations of the automatic stay (see, e.g., Divane v. A and C Electric Co., 193 B.R. 856 (N.D. Ill. 1996); Sportfame of Ohio, Inc. v. Wilson Sporting Goods Co., 40 B.R. 47 (Bankr. N.D. Ohio 1984)) are preserved.

7. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

8. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
December 1, 2005

/s/ ROBERT D. DRAIN

UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT F**

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